

TRINITY INDUSTRIES LEASING COMPANY  
2705 State Street  
Chicago Heights, Illinois 60411

RECORDATION NO. 16017 P

AUG 28 1992 - 12 15 PM

INTERSTATE COMMERCE COMMISSION

August 25, 1992

16017-P

16011-Q

RECORDATION NO. 16017 P

AUG 28 1992 - 12 15 PM

INTERSTATE COMMERCE COMMISSION

Secretary  
Interstate Commerce Commission  
Twelfth Street & Constitution Avenue N.W.  
Washington, D.C. 20423  
Attention: Ms. Mildred Lee, Room 2303

Re: Documents for Recordation

Dear Ms. Lee:

In accordance with the provisions of Section 11303 of the Interstate Commerce Act, as revised, and Rules and Regulations of the Interstate Commerce Commission ("ICC") thereunder ("Rules and Regulations"), enclosed herewith for filing and recordation are the following documents:

1. Three (3) executed originals of a Termination and Release dated as of August 25, 1992 between Trinity Industries Leasing Company and NationsBank of Texas, N.A., formerly named NCNB Texas National Bank, as Trustee (the "Release"), a secondary document as defined in the Rules and Regulations; and

2. Three (3) executed originals of a Bill of Sale dated August 25, 1992 between Trinity Industries Leasing Company and NationsBank of Texas, N.A., formerly named NCNB Texas National Bank, as Trustee (the "Bill of Sale"), a secondary document as defined in the Rules and Regulations.

The enclosed Release and Bill of Sale relate to the Equipment Trust Agreement, which was filed and recorded under Recordation Number 16017 on November 8, 1988, and subsequently supplemented by assignments, supplements and bills of sale under Recordation Numbers 16017-A - 16017-O.

The addresses of the parties to the enclosed documents are:

Company: Trinity Industries Leasing Company  
2705 State Street  
Chicago Heights, Illinois 60411

Trustee: NationsBank of Texas, N.A.  
901 Main Street, 16th Floor  
Dallas, Texas 75202

A description of the railroad equipment covered by the Release and the Bill of Sale is set forth in Exhibit A hereto.

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Secretary  
Interstate Commerce Commission  
August 25, 1992  
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The foregoing railroad equipment consists solely of rail cars intended for use relating to interstate commerce.

Also enclosed is a certified check in the amount of \$30.00 to cover the required recordation fee.

You are hereby authorized to deliver any stamped copies of the Release and the Bill of Sale not needed for your files to the representative of Alvord & Alvord who is delivering this letter and said enclosures to you.

A short summary of the documents to appear in the Index maintained by the Interstate Commerce Commission follows:

Secondary Documents. (i) Termination and Release dated as of August 25, 1992, between Trinity Industries Leasing Company, 2705 State Street, Chicago Heights, Illinois 60411 and NationsBank of Texas, N.A., formerly named NCNB Texas National Bank, 901 Main Street, 16th Floor, Dallas, Texas 75202, covering various railroad cars (relating to the Equipment Trust Agreement dated as of November 4, 1988 between Trinity Industries Leasing Company and NationsBank of Texas, N.A., formerly named NCNB Texas National Bank) and (ii) Bill of Sale dated August 25, 1992, between Trinity Industries Leasing Company, 2705 State Street, Chicago Heights, Illinois 60411 and NationsBank of Texas, N.A., formerly named NCNB Texas National Bank, 901 Main Street, 16th Floor, Dallas, Texas 75202, covering various railroad cars (relating to the Equipment Trust Agreement referred to in (i) above).

TRINITY INDUSTRIES LEASING COMPANY

By: Neil O. Shoop  
Neil O. Shoop  
Treasurer

Enclosures

83540 05704 CORP 13623

**EXHIBIT A  
(Series 7)**

**Description of Existing Leases**

1. Railroad Car Lease Agreement, dated October 13, 1990, between Trinity Industries Leasing Company and Columbia Grain & Ingredients, Inc. covering the following described railroad car (Partial Rider 1):

<u>Number of Cars</u>	<u>Type</u>	<u>Car Numbers</u>
1	4,750 Cu. Ft. LO Hopper Cars	TILX 511478

2. Railroad Car Net Lease Agreement, dated March 1, 1989, between Trinity Industries Leasing Company and Chemical Marketing Services, Inc. (assigned to Koch Sulfur Products Company) covering the following described railroad cars (Partial Rider 4):

<u>Number of Cars</u>	<u>Type</u>	<u>Car Numbers</u>
14	34,000 Gal. 112J340W Tank Cars	TILX 300301, 300306-300310, 300312, 300313, 300315, 300317-300320, 300323

**Interstate Commerce Commission**  
Washington, D.C. 20423

8/28/92

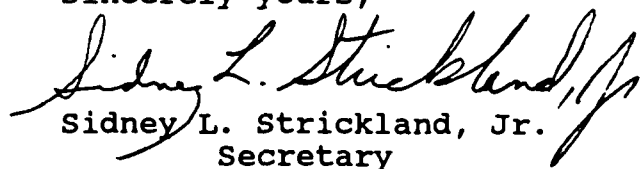
OFFICE OF THE SECRETARY

Neil O' Shoop  
Trinity Industries Leasing Company  
2705 State Street  
Chicago, Heights, Illinois 60411

Dear Sir:

The enclosed document(s) was recorded pursuant to the provisions of Section 11303 of the Interstate Commerce Act, 49 U.S.C. 11303, on 8/28/92 at 12:15pm, and assigned recordation number(s). 16017-P & 16017-Q

Sincerely yours,

  
Sidney L. Strickland, Jr.  
Secretary

AUG 28 1992 - 12:15 PM

INTERSTATE COMMERCE COMMISSION

(Series 7)

TERMINATION AND RELEASE

TERMINATION AND RELEASE dated as of August 25, 1992, between NationsBank of Texas, N.A., formerly named NCNB Texas National Bank, as trustee (the "Trustee") under an Equipment Trust Agreement, dated as of November 4, 1988 (as amended or restated, the "Trust Agreement"), and Trinity Industries Leasing Company, a Delaware corporation (the "Company").

PRELIMINARY STATEMENT

Pursuant to the Trust Agreement the following documents (the "Trust Documents") were executed and delivered, and recorded as described below:

- (a) The Trust Agreement recorded with the Interstate Commerce Commission (herein called the "ICC") under record number 16017;
- (b) An Assignment dated as of August 13, 1992, between the Company and the Trustee recorded with the ICC under record number 16017-M;
- (c) The Second Supplement to Trust Agreement dated as of August 13, 1992 (the "Second Supplement"), between the Company and the Trustee recorded with the ICC under record number 16017-N;
- (d) A Bill of Sale dated as of August 13, 1992, between the Company and the Trustee recorded with the ICC under record number 16017-O;
- (e) A Financing Statement executed by the Company, as debtor, covering property conveyed by the Assignment dated as of August 13, 1992, and filed with the Secretary of State of Texas on August 18, 1992 under file number 161612; and
- (f) A Financing Statement executed by the Company, as debtor, covering property conveyed by the Assignment dated as of August 13, 1992, and filed with the Secretary of State of Illinois on August 18, 1992 under file number 3021021.

Pursuant to the Second Supplement the Company amended the Trust Agreement by adding to Exhibit A to the Trust Agreement additional rail cars against which the Trustee, pursuant to Section 5.05(d), was to release cash deposited by the Company with the Trustee.

Such release of deposited cash was not consummated and pursuant to Section 5.05 of the Trust Agreement the Company has requested that the Trustee transfer and assign back to the Company all of the railroad cars described in Exhibit A attached hereto and made a part hereof (herein called the "Equipment").

In accordance with Section 5.05 of the Trust Agreement, the Company desires that the Trustee terminate and release its rights in and to all of the Equipment and the Railroad Car Lease Agreements described in Exhibit A attached hereto insofar as they cover the Equipment (the "Leases").

NOW, THEREFORE, in consideration of the mutual covenants and agreements herein contained, the parties hereto agree as follows:

1. The Trustee does hereby release, quitclaim, surrender and discharge unto the Company, its successors and assigns, all of its right, title and interest in and to (i) the Equipment and (ii) the Leases (collectively, the "Released Property"), which the Trustee has or to which the Trustee may be entitled by virtue of the Trust Documents and hereby declares that the liens and security interests in the Released Property created by the Trust Documents are fully released and discharged.
2. Except for the release and termination specifically made hereby, the Trust Documents shall continue in full force and effect with respect to all other property described therein.

IN WITNESS WHEREOF this Termination and Release is executed as of the date first written above.

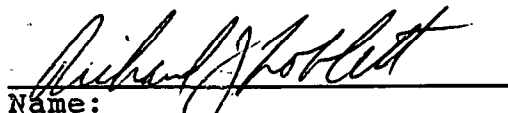
NATIONSBANK OF TEXAS, N.A.  
Trustee

By: 

Name: LINDA MCNEIL

Title: Vice President

Attest:



Name:

Title: Assistant Secretary

STATE OF TEXAS

§

COUNTY OF DALLAS

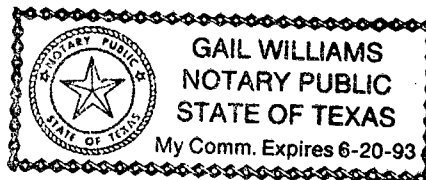
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On this 25th day of August, 1992, before me personally appeared LINDA McNEIL, to me personally known, who, being by me duly sworn, says that he is a Vice President of NationsBank of Texas, N.A., formerly named NCNB Texas National Bank, a national banking association, that the seal affixed to the foregoing instrument is the corporate seal of said association, that said instrument was signed and sealed on behalf of said association by authority of its Board of Directors, and he acknowledges that the execution of the foregoing instrument was the free act and deed of said association.

[Seal]

Gail Williams  
Signature of Notary Public



My Commission expires: \_\_\_\_\_

TRINITY INDUSTRIES LEASING  
COMPANY

By: *F. Dean Phelps*  
F. Dean Phelps  
Vice President

Attest:

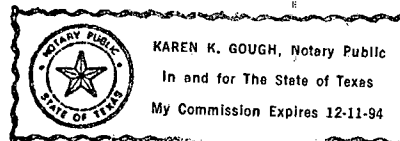
*Neil O. Shoop*  
Neil O. Shoop  
Assistant Secretary

STATE OF TEXAS       §  
                             §  
COUNTY OF DALLAS   §

On this 25th day of August, 1992, before me personally appeared F. Dean Phelps to me personally known, who, being by me duly sworn, says that he is a Vice President of Trinity Industries Leasing Company, a Delaware corporation, that the seal affixed to the foregoing instrument is the corporate seal of said corporation, that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors, and he acknowledges that the execution of the foregoing instrument was the free act and deed of said corporation.

[Seal]

*Karen K. Gough*  
Signature of Notary Public



My Commission expires: \_\_\_\_\_



**EXHIBIT A  
(Series 7)**

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